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**In the specification:**

Please replace the paragraph beginning at page 5, line 20, with the following rewritten paragraph:

FIGURE 3 is FIGURES 3A-B are a block diagram illustrating a two-level, redundant system for distributing a synchronization signal in a telecommunications network such as the network of FIGURE 1 in accordance with one embodiment of the present invention;

Please replace the paragraph beginning at page 10, line 28, and continuing on page 11 through line 11, with the following rewritten paragraph.

FIGURE 3 is FIGURES 3A-B are illustrating a two-level, redundant system 200 for distributing a synchronization signal in a telecommunications network such as the network 10 in accordance with one embodiment of the present invention. The system 200 comprises redundant planes 201a-b of components for providing communication within the system 200. Each plane 201a-b is operable to distribute a synchronization signal and serves as a backup in the event of a failure in the other plane 201a-b. Although the illustrated system 200 comprises two planes 201a-b, it will be understood that the system 200 may comprise any suitable number of planes without departing from the scope of the present invention.

Please replace the paragraph beginning at page 13, line 4, with the following rewritten paragraph.

Returning to the two-level embodiment illustrated in FIGURE 3 FIGURES 3A-B, the timing generator 202a may comprise a compact peripheral component interface (cPCI) compatible timing card located in an administration shelf of the system 200. The timing generator 202a may comprise an onboard system synchronizer circuit that meets Stratum 3 requirements for jitter, wander, free-run accuracy, and holdover. The circuit of the timing generator 202a may implement frequency locking of the time base to an external synchronization signal. In one embodiment, the timing generator 202a may be configured to work in a master-slave mode with the timing generator 202b in order to minimize the skew between corresponding timing signals generated by the timing generators 202a-b.

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